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U.S. Department of Justice
Washington, DC 20530

**Exhibit C to Registration Statement
Pursuant to the Foreign Agents Registration Act of
1938, as amended**

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**State of Delaware
Secretary of State**

Certificate of Correction

Comes Now, the Azerbaijan America Alliance Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware and, pursuant to Section 103(f) of Title 8 of the Delaware Code, does hereby file this Certificate of Correction of the Certificate of Incorporation in order to specify an inaccuracy contained in said instrument and sets forth the portion of said instrument in corrected form and does hereby certify:

First, the name of this corporation is Azerbaijan America Alliance Corporation

Second, a Certificate of Incorporation was executed in the name of the corporation on March 3, 2011, and was filed in the office of the Secretary of State of Delaware on March 10, 2011, at 2:58 p.m. and further that said instrument requires correction as permitted by Section 103 of the General Corporation Law of Delaware.

Third, the inaccuracy contained in the Certificate of Incorporation was the inadvertent listing of the corporation's incorporator as a member of the initial board of directors.

Fourth, article six of the Certificate of Incorporation is hereby corrected to read as follows:

SIXTH The activities and affairs of the Alliance shall be managed by a Board of Directors. The number of directors which shall constitute the whole board shall be such as from time to time shall be fixed by, or established in the manner provided in, the Bylaws, but in no case shall the number be less than one. The initial members of the Board of Directors shall be:

Anar Mammadov
Sarabski str. Block 657
Baku, AZ 1022, Azerbaijan

Khayal Sharif-zadeh
Sarabski str. Bolck 657
Baku, AZ 1022, Azerbaijan.

IN WITNESS WHEREOF, said corporation has caused this Certificate of Correction to be made this 15th day of April 2011.


Anar Mammadov
Director


Khayal Sharif-zadeh
Director

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:34 PM 05/25/2011
FILED 02:34 PM 05/25/2011
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**AZERBAIJAN AMERICA
ALLIANCE**
BYLAWS

ARTICLE I

PURPOSE AND OFFICES

Section 1. Purpose. The purpose of the Azerbaijan America Alliance (the "Alliance") shall be to promote the social welfare by providing information broadly about the people, culture, society, industry, history and current events of the Azeri people. The purpose includes research and advocacy on issues of interest to the Alliance. The Alliance shall be a not-for-profit organization exempt from federal income taxes under Section 501(c)(4) of the Internal Revenue Code of 1986. Any and all activity of the Alliance shall be in compliance with Section 501(c)(4) of the Internal Revenue Code of 1986, Delaware General Corporation Law, and any other applicable law.

Section 2. Principal Office. The principal office of the Alliance shall be located at 1101 Pennsylvania Ave. N.W., Washington, D.C. 20004 or such other place as the Chair of the Board of Directors of the Alliance may designate.

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ARTICLE II

BOARD OF DIRECTORS

Section 1. General. The Alliance's Board of Directors shall consist of no fewer than three Directors, one of whom shall serve as the Board's Chair. The Directors shall manage the activities and affairs of the Alliance. The initial Directors of the Alliance shall consist of those persons named in the "Articles of Incorporation". Such persons shall hold office until the organizational meeting of Directors, at which the first Board of Directors shall elect the Directors of the Alliance. Directors shall serve for such terms as may be determined by the Chair of the Board of Directors.

Section 2. Removal, Vacancy and Replacement of Directors.

Directors of the Alliance may be removed by, and vacancies shall be filled by, a majority vote of the Directors; or by the Chair of the Board of Directors in his/her sole authority.

Section 3. Meetings of the Directors. An annual meeting of the Board of Directors shall be held during the month of February of each year. Other meetings of the Board of Directors, regular or special, may be held at such place, within or outside Delaware, as the Chair of the Board may determine. The Chair of the Board shall preside over the meetings of the Directors. Notice of meetings, stating its day, time and place, shall be given to each Director in advance of the meeting, by mail, by or at the direction of the Chair. Directors of the Alliance may participate in any meeting thereof by means of a conference

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telephone or similar communications equipment. Notwithstanding the foregoing, nothing herein shall be deemed to require a meeting of the Directors of the Alliance to conduct the business of the Alliance except that a meeting of the Directors of the Alliance shall be required (a) to amend the Articles of Incorporation or these Bylaws, (b) to remove or replace Directors or officers of the Alliance, (c) to determine the disposition of funds belonging to the Alliance upon its dissolution, and (d) such other matters as may be determined from time to time by the Chair of the Board of Directors.

Section 4. Required Vote. In the case of a vote on any matter specified in these Bylaws, a majority of the Directors present at a meeting shall constitute a quorum to conduct business at that meeting. Except as otherwise specified in these Bylaws, the affirmative vote of a majority of the Directors shall be the action of the Alliance. In the event of a tie vote, the vote of the Chair of the Board of Directors shall be determinative.

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ARTICLE III

OFFICERS

Section 1. Number. The Alliance shall have not less than three officers, consisting of an Executive Officer, Treasurer and Secretary, and may also appoint other officers as the Chair of the Board of Directors deems necessary. Such officers shall hold office for such period and have such authority and perform such duties as may be provided for by the Chair of the Board of Directors of the Alliance. Officers shall hold office until their successors are chosen and qualified or until their earlier removal. Any number of offices may be held by the same person except as otherwise prohibited by law or these Bylaws.

Section 2. Appointment. The Chair of the Board of Directors of the Alliance shall appoint the officers of the Alliance. The Chair of the Board of Directors may appoint additional officers as he/she deems necessary.

Section 3. Removal. Any officer may be removed by a majority vote of the Board of Directors or by the Chair of the Board whenever in its judgment the best interests of the Alliance would be served thereby.

Section 4. Executive Director. The Executive Director shall be responsible for the general management of the Alliance.

Section 5. Treasurer. Subject to applicable law, the Treasurer shall have charge and custody of and be responsible for all funds of the Alliance; disburse funds at the direction of the Chair of the Board; prepare and file all necessary reports required under applicable law; receive and give receipts for

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moneys due and payable to the Alliance from any source whatsoever; and deposit all such moneys in the name of the Alliance in banks, trust companies or other depositories selected in accordance with these Bylaws; and in general perform such other duties as from time to time may be assigned to him by the Chair of the Board of Directors of the Alliance.

Section 6. Secretary. The Secretary shall record the proceedings of those meetings in a book to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the Alliance to the Directors, and shall perform such other duties as may be prescribed by the Directors of the Alliance.

ARTICLE IV

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Chair of the Board of Directors may authorize any officer or agent, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Alliance.

Section 2. Loans. No loans shall be contracted on behalf of the Alliance and no evidences of indebtedness shall be issued in its name, except for credit purchases of goods and services in the normal course of operations, unless previously approved by the Chair of the Board of Directors or by any officer or agent, the Board designates in writing.

Section 3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other orders for payment from any deposit

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account maintained by the Alliance in the amount of ten thousand dollars (\$10,000) or more shall be approved by the Chair of the Board or such person as designated by the Chair of the Board, in writing or through electronic mail. If the amount is less than ten thousand dollars (\$10,000), it shall be signed by the Chair of the Board or by any officer or agent the Chair of the Board designates in writing.

Section 4. Deposits. All funds of the Alliance not otherwise employed shall be deposited within ten (10) days of receipt to the credit of the Alliance in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Additional Controls. The Chair of the Board of Directors may impose additional controls or requirements regarding contracts, checks, loans and deposits as may be necessary or advisable, or required by law.

ARTICLE V

BOOKS AND RECORDS

The Alliance shall keep correct and complete books and records of account, minutes of the proceedings of its Directors and such other records as may be necessary or advisable, or required by law at the registered or principal office of the Alliance.

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ARTICLE VI

FISCAL YEAR

The fiscal year of the Alliance shall be the calendar year, provided that if a different fiscal year is at any time selected for purposes of federal income taxes, the fiscal year shall be the year so selected.

ARTICLE VII

INDEMNIFICATION

Unless otherwise prohibited by law, the Alliance will indemnify and hold harmless any Director or officer or any former Director or officer of the Alliance against any and all expenses and liabilities actually and necessarily incurred by him or her or imposed on him or her in connection with any claim, action, suit or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which he or she may be or is made a party by reason of being or having been such Director or officer, subject to the limitation, however, that there shall be no indemnification in relation to matters as to which he or she shall be adjudged in such claim, action, suit or proceeding to be guilty of a criminal offense or liable to the Alliance for damages arising out of his or her own negligence or misconduct in the performance of a duty to the Alliance.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and

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disbursements; and judgments, fines and penalties against, and amounts paid in settlement by, such Director or officer. The Alliance may advance expenses to, or where appropriate may itself at its expense, undertake the defense of any Director or officer; provided, however, that such Director or officer shall undertake to repay or reimburse such expense if it is ultimately determined that he or she is not entitled to indemnification under this Article.

The provisions of this Article shall be applicable to claims, actions, suits or proceedings made or commenced after the adoption hereof.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such Director or officer may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors or otherwise, and shall not restrict the power of the Alliance to make any indemnification permitted by law.

The Alliance will either (a) purchase and maintain insurance on behalf of or (b) create and maintain a self-insurance arrangement for the benefit of, in either case, any person who is or was a Director or officer of the Alliance against any liability asserted against or incurred by such person which arises out of such person's status as a Director, officer, employee, or agent or out of acts taken in such capacity, whether or not the Alliance would have the power to indemnify the person against that liability under law.

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If any part of this Article shall be found in any action, suit or proceeding to be invalid or ineffective, the validity and effectiveness of the remaining parts shall not be affected.

ARTICLE VIII

AMENDMENTS

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by affirmative vote of two-thirds of the Board of Directors.

ARTICLE IX

DISSOLUTION

The Alliance shall have perpetual existence but may be dissolved at any time by the Chair of the Board or by affirmative vote of two-thirds of the Board of Directors. Upon such dissolution, all funds remaining in the depository account shall be disposed of in a manner as may be determined by the Chair of the Board of Directors and in accordance with applicable laws.